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February 22, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO.

20972-C
FILED

FEB 23 '99

9-30AM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Archer Daniel Midland Company dated 2/8/99. This refers to the original #20972 dated 10/28/97.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention using First class mail.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

20972-C

FEB 23 '99

9-30AM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8th day of February, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Archer Daniels Midland Company, a Delaware corporation, with an address at P.O. Box 1470, Decatur, Illinois 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on Rider A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as No. 20972.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 

Name: LAWRENCE E. LITTLEFIELD

Title: VICE PRESIDENT

ARCHER DANIELS MIDLAND COMPANY

By: 

Name: Randy Neuman

Title: Vice President-Rail Transportation

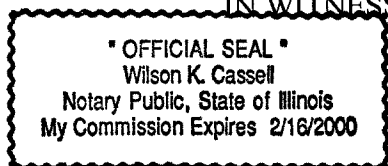
RIDER A

1	CEFX 10325	26	CEFX 10513	51	CEFX 10542	76	CEFX 10592
2	CEFX 10333	27	CEFX 10514	52	CEFX 10543	77	CEFX 10593
3	CEFX 10490	28	CEFX 10515	53	CEFX 10545	78	CEFX 10596
4	CEFX 10491	29	CEFX 10516	54	CEFX 10546	79	CEFX 10597
5	CEFX 10492	30	CEFX 10517	55	CEFX 10547	80	CEFX 10600
6	CEFX 10493	31	CEFX 10518	56	CEFX 10548	81	CEFX 10603
7	CEFX 10494	32	CEFX 10519	57	CEFX 10551	82	CEFX 10605
8	CEFX 10495	33	CEFX 10520	58	CEFX 10557	83	CEFX 10608
9	CEFX 10496	34	CEFX 10521	59	CEFX 10560	84	CEFX 10610
10	CEFX 10497	35	CEFX 10522	60	CEFX 10561	85	CEFX 10625
11	CEFX 10498	36	CEFX 10523	61	CEFX 10562	86	CEFX 10656
12	CEFX 10499	37	CEFX 10525	62	CEFX 10564	87	CEFX 10658
13	CEFX 10500	38	CEFX 10526	63	CEFX 10565	88	CEFX 10660
14	CEFX 10501	39	CEFX 10527	64	CEFX 10567	89	CEFX 10661
15	CEFX 10502	40	CEFX 10528	65	CEFX 10568	90	CEFX 10663
16	CEFX 10503	41	CEFX 10530	66	CEFX 10569	91	CEFX 10665
17	CEFX 10504	42	CEFX 10531	67	CEFX 10570	92	CEFX 10666
18	CEFX 10505	43	CEFX 10532	68	CEFX 10571	93	CEFX 10667
19	CEFX 10506	44	CEFX 10533	69	CEFX 10574	94	CEFX 11256
20	CEFX 10507	45	CEFX 10534	70	CEFX 10575	95	CEFX 11259
21	CEFX 10508	46	CEFX 10537	71	CEFX 10576	96	CEFX 11270
22	CEFX 10509	47	CEFX 10538	72	CEFX 10579	97	CEFX 11272
23	CEFX 10510	48	CEFX 10539	73	CEFX 10586	98	CEFX 11273
24	CEFX 10511	49	CEFX 10540	74	CEFX 10588	99	CEFX 11277
25	CEFX 10512	50	CEFX 10541	75	CEFX 10590	100	CEFX 11284

STATE OF Illinois
)
COUNTY OF Macou SS:

On this 4th day of February 1999 before me personally appears
Randy Neumayer, to me personally known, who by me duly sworn, says that
he/she is the Vice President of ARCHER DANIELS MIDLAND
COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said
Company by authority of its Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Wilson K. Cassell
Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 8th day of February 1999 before me personally appears
Lawrence Littlefield, to me personally known, who by me duly sworn, says that
he/she is the Vice-President of THE CIT GROUP/EQUIPMENT
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the
said Company by authority of its Board of Directors, and he/she acknowledged that the execution
of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998
2000